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- and -

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Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DPH HOLDINGS CORP., <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Reorganized Debtors.	:
	:
	X

MOTION UNDER LOCAL BANKRUPTCY  
RULE 2090-1(b) FOR ADMISSION PRO HAC VICE

("PRO HAC VICE MOTION")

1. Kayalyn A. Marafioti (the "Movant"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and a partner with Skadden, Arps, Slate, Meagher and Flom LLP, attorneys for DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its affiliates, hereby submits this motion (this "Motion") for an order under Rule 2090-1(b) of the Local Bankruptcy Rules of the Southern District of New York (the "Local Rules") permitting each of David M. Sherbin, Sean P. Corcoran, and Karen J. Craft (collectively, the "Admittees"), attorneys for Delphi Automotive LLP ("Delphi Automotive"), to appear pro hac vice before the Bankruptcy Court. The Admittees seek to represent Delphi Automotive and, upon entry of the proposed Joint Stipulation And Order (the "Stipulation ") Under Local Bankr. R. 2090-1(e) Substituting Counsel For Delphi China LLC ("Delphi China") And Delphi Technologies, Inc. ("DTI"), which is being filed concurrently herewith, Delphi China and DTI, the two Reorganized Debtors acquired by Delphi Automotive in connection with the consummation of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified, dated July 30, 2009.

2. In support of the Motion, the Movant states as follows:

3. David M. Sherbin is Vice President, General Counsel, Secretary, and Chief Compliance Officer for Delphi Automotive. Based on the annexed certification, Mr. Sherbin is admitted, practicing, and in good standing as a member of the bar of the State of Michigan, the United States District Courts for the Northern District of Illinois and the Eastern District of Michigan, and the Courts of Appeals for the Sixth and Seventh Circuits. Mr. Sherbin

has been practicing law since 1987. There are no disciplinary proceedings pending against Mr. Sherbin nor have any such proceedings ever been instituted against him.

4. Sean P. Corcoran is Deputy General Counsel for Delphi Automotive.

Based on the annexed certification, Mr. Corcoran is admitted, practicing, and in good standing as a member of the bar of the State of Michigan. Mr. Corcoran has been practicing law since 1987.

There are no disciplinary proceedings pending against Mr. Corcoran nor have any such proceedings ever been instituted against him.

5. Karen J. Craft is Managing Attorney, Corporate and Commercial, for Delphi Automotive. Based on the annexed certification, Ms. Craft is admitted, practicing, and in good standing as a member of the bar of the State of Michigan. Ms. Craft has been practicing law since 1995. There are no disciplinary proceedings pending against Ms. Craft nor have any such proceedings ever been instituted against her.

6. The Movant requests that this Court allow this Motion so that the each of the Admittees may file pleadings and appear and be heard at hearings in these chapter 11 cases on behalf of Delphi Automotive and, upon entry of the Stipulation, Delphi China and DTI.

7. Pursuant to the annexed certificates, each of the Admittees submits to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course, or the preparation, of these cases. In addition, as indicated on the certificates, each of the Admittees has acquired or have access to a copy of the Local Bankruptcy Rules and is generally familiar with such rules.

8. Each of the Admittees has submitted the filing fee of \$25.00 with this Motion.

WHEREFORE, the Movant respectfully requests that this Court enter an order (i) permitting each of the Admittees to appear pro hac vice as counsel for Delphi Automotive and, upon entry of the Stipulation, Delphi China and DTI and (ii) granting the Admittees such other and further relief as is just.

Dated: New York, New York  
February 23, 2010

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti

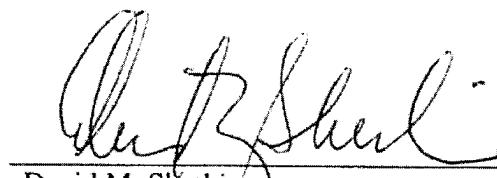
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Motion, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course of these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: Troy, Michigan  
February 23, 2010

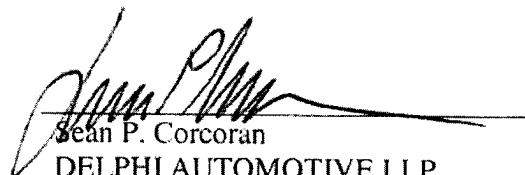


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CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Motion, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course of these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: Troy, Michigan  
February 23, 2010

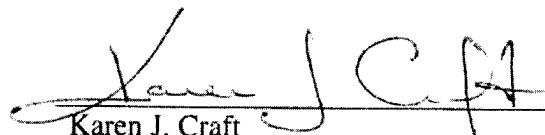


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CERTIFICATE

The undersigned certifies that she is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Motion, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course of these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: Troy, Michigan  
February 19, 2010



Karen J. Craft  
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(248) 813-3363  
karen.j.craft@delphi.com

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)  
:  
: (Jointly Administered)  
Reorganized Debtors. :  
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**ORDER UNDER LOCAL BANKRUPTCY  
RULE 2090-1(b) GRANTING ADMISSION PRO HAC VICE**

("PRO HAC VICE ORDER")

Upon consideration of the motion (the "Motion"), dated February 23, 2010, of Kayalyn A. Marafioti, a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York, and a partner with Skadden, Arps, Slate, Meagher and Flom LLP, for the admission pro hac vice of each of David M. Sherbin, Sean. P. Corcoran, and Karen J. Craft; and upon all of the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED that each of David M. Sherbin, Sean. P. Corcoran, and Karen J. Craft is permitted to appear pro hac vice as counsel to Delphi Automotive LLP and, upon entry of the proposed entry of the proposed Joint Stipulation And Order Under Local Bankr. R. 2090-1(e) Substituting Counsel For Delphi China LLC And Delphi Technologies, Inc., dated February 19, 2010, Delphi China LLC and Delphi Technologies, Inc.

Dated: White Plains, New York  
March \_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE